



UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

PROCESSED

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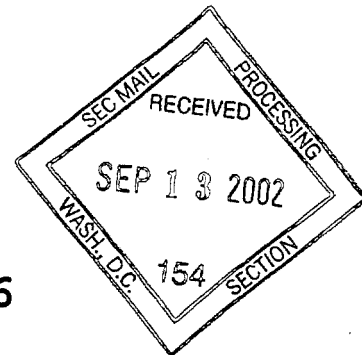
Form 6-K

REPORT OF FOREIGN PRIVATE ISSUER PURSUANT TO  
RULE 13a-16 OR 15D-16 UNDER THE SECURITIES  
EXCHANGE ACT OF 1934

For the month of SEPTEMBER 2002

FIAT S.p.A.

Via Nizza 250  
Torino, Italy 10126



(Indicate by check mark whether the registrant files or will  
file annual reports under cover of Form 20-F or Form 40-F.)

Form 20-F  X  Form 40-F

Indicate by check mark whether the registrant by  
furnishing the information contained in this form  
is also thereby furnishing the information to the  
Commission pursuant to Rule 12g3-2(b) under the  
Securities Exchange Act of 1934.)

Yes   No  X



Fiat USA Inc./Corporate Communications Dept./375 Park Avenue, New York, NY 10152-0071/Tel: (212) 207-0947 Fax: (212) 421-5194

## NEWS RELEASE

### For Immediate Release

The Fiat Ordinary and Extraordinary Stockholders Meeting met today under the chairmanship of Paolo Fresco, and adopted certain significant resolutions.

Mr. Ugo Draetta was appointed member of the Board of Directors. In accordance with a recommendation recently introduced in the Code of Conduct of Listed Companies, the Board ascertained that the new director possessed the necessary requisites of independence.

The Stockholders Meeting also approved the motions put forward by the Board as regards the 3-billion euro mandatory convertible facility, underwritten in July, and thereby authorized the Board to:

- Enter into agreements for the purpose of increasing to 5% the equity interest that may be subject to cross ownership with the lending banks;
- approve, within the framework of a renewal and expansion of the powers granted under the Articles of Association, capital increases and convertible issues up to a maximum amount of 8 billion euros;
- resolve at the maturity of the three-year term or at the advance maturity of the facility, a capital increase pursuant to Paragraph Seven of Article 2441 of the Italian Civil Code; said capital increase shall be underwritten by the lending banks by way of setoff of their loans, it being understood that the banks will then offer to sell the new shares to the Company's stockholders.

The Stockholders Meeting also adopted amendments to the Articles of Association that, in compliance with the recommendations of the Code of Conduct, allow for the appointment of one or more Chief Executive Officers and provide for the mandatory establishment of an Audit Committee and a Compensation Committee.

Turin, September 12, 2002

For additional information please contact:

Dante Raspa

FIAT USA

Corporate Communication Department

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SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

Dated: September 12, 2002

FIAT S.p.A.

BY:

  
James J. Kennedy  
Power of Attorney